

UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF TEXAS  
Austin Division

IN RE: PIADINA, INC.  
DEBTOR

§ CASE NO. 20-10433-TMD  
§ CHAPTER 7 PROCEEDING

**CHAPTER 7 TRUSTEE'S ADVISORY TO THE COURT REGARDING NOTICE OF  
ASSUMPTION AND ASSIGNMENT OF EXECUTORY CONTRACT**

NOW COMES RANDOLPH N. OSHEROW, Chapter 7 Trustee ("Trustee") of the bankruptcy estate of PIADINA, INC., above, and files this advisory to the Court.

On 3/30/20 this case was filed as a Chapter 7 Bankruptcy under Chapter 7 of the Bankruptcy Code. On 3/30/20, Randolph N. Osherow was appointed Chapter 7 Trustee of Debtor's bankruptcy estate and continues to act in that capacity.

2. The Trustee is advising the Court of Notice of Assumption and Assignment of Executory Contract, as per Order Docket #42, regarding sale of Debtor/Company assets. This Advisory is being filed to apprise the Court of the status of the administration of this case.

Respectfully submitted the 9 day of December, 2020.

/s/ Randolph N. Osherow

RANDOLPH N. OSHEROW, Chapter 7 Trustee  
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**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF TEXAS  
AUSTIN DIVISION**

In re:	§	
	§	CASE NO. 20-10433 (TMD)
PIADINA, INC.,	§	
	§	Chapter 7
Debtor	§	

**NOTICE OF ASSUMPTION AND ASSIGNMENT OF EXECUTORY CONTRACT**

**PLEASE TAKE NOTICE** that, on October 6, 2020, Randolph N. Osherow, in his capacity as Chapter 7 Trustee (the "**Trustee**") of the estate of Piadina, Inc. (the "**Debtor**"), filed that certain *Trustee's Motion Pursuant to Sections 105(a), 363, and 365 of the Bankruptcy Code for Entry of an Order (A) Authorizing the Private Sale of the Debtor's Intellectual Property and Related Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (B) Authorizing and Approving the Trustee's Entry into and Performance Under the IP Asset Purchase Agreement; (C) Approving the Assumption and Assignment of Certain Executory Contracts; and (D) Granting Related Relief* [Dkt. No. 40] (the "**Sale Motion**").

**PLEASE TAKE FURTHER NOTICE** that, pursuant to the Sale Motion, the Trustee sought entry of an order (the "**Sale Order**") authorizing and approving, among other things: (a) the private sale (the "**Sale**") of the Debtor's intellectual property and related assets under the terms of that certain *IP Asset Purchase Agreement* (as amended, modified, or supplemented, the "**APA**") dated as of October 6, 2020 by and between the Trustee and Peoria Foods, LLC ("**Purchaser**") free and clear of all liens, claims, encumbrances, and other interests; (b) the Trustee's entry into and performance under the APA; and (c) the assumption and assignment of certain executory contracts set forth in the Motion and APA.

**PLEASE TAKE FURTHER NOTICE** that the Sale Motion and APA identified the following executory contract for assumption and assignment to the Purchaser, with a cure amount of zero dollars (\$0.00) (as set forth below, the "**Fiesta Contract**"):

<i><b>Contract Name</b></i>	<i><b>Contract Date</b></i>	<i><b>Non-Debtor Counterparty</b></i>	<i><b>Cure Amount</b></i>
<i>Fiesta Tortilla's, Inc./Piadina, Inc. Production Agreement</i>	August 1, 206	FIESTA Tortilla's, Inc.	-\$0-

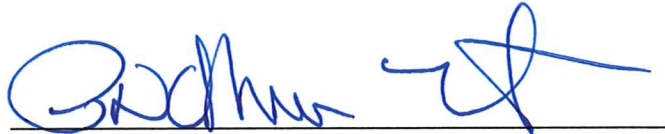
**PLEASE TAKE FURTHER NOTICE** that, on November 2, 2020, the Honorable Tony M. Davis, United States Bankruptcy Judge for the United States Bankruptcy Court of the Western District of Texas (the "**Court**"), entered the Sale Order [Dkt. No. 42], thereby granting the Sale Motion and authorizing and approving the Sale and APA.

**PLEASE TAKE FURTHER NOTICE** that, pursuant to the Sale Order, the Court further authorized and approved the Trustee's assumption and assignment to the Purchaser of the Fiesta Contract, with a cure amount of zero dollars (\$0.00), at Closing (as defined therein).

**PLEASE TAKE FURTHER NOTICE** that, on November 2, 2020, the Trustee and Purchaser closed the Sale transaction contemplated by the APA and approved by the Sale Order.

**PLEASE TAKE FURTHER NOTICE** that, in accordance with the APA and Sale Order, the Trustee has assumed and assigned to the Purchaser the Fiesta Contract.

Dated: December 9, 2020



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IN RE: PIADINA, INC.  
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**CERTIFICATE OF MAILING**

I certify that a true and correct copy of the CHAPTER 7 TRUSTEE'S ADVISORY TO THE COURT was mailed to the below-named persons by U.S. first class mail, postage prepaid this 9th day of December, 2020:

U. S. TRUSTEE 903 SAN JACINTO BLVD., SUITE 230 AUSTIN, TX 78701-2450	DEBTOR PIADINA, INC. PO BOX 91971 AUSTIN, TX 78709
ATTORNEY FOR DEBTOR STEPHEN A MCCARTIN 2021 MCKINNEY AVE SUITE 1600 DALLAS, TX 75201	Matthew Ray Brooks 600 Peachtree Street, NE Suite 3000 Atlanta, GA 30308-2216

/s/ Randolph N. Osherow

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